

RECORDATION NO.

26436-A FILED

JUN 30 '06

2-51 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

Fax (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 30, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, dated June 30, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: CIT Rail Trust 2006-1
by Wells Fargo Bank Northwest, National
Association, not in its individual capacity but
solely as Owner Trustee
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Lessee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

Mr. Vernon A. Williams
June 30, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

151 tank cars within the series DBUX 207068 - DBUX 207107, DBUX 208780 - DBUX 208885 and DBUX 300875 - DBUX 300966 as more particularly set forth in the equipment schedule attached to the document,

101 tank cars within the series PLMX 30186 - PLMX 30210 and PLMX 137443 - PLMX 137742 as more particularly set forth in the equipment schedule attached to the document,

614 Aluminum Coal Rapid Discharge Hopper Cars: CEFX 69644 - CEFX 69767, ECGX 6001 - ECGX 6240 and EXEX 6001 - EXEX 6240,

and

29 refrigerated box cars: CEFX 992114 - CEFX 992143.

A short summary of the document to appear in the index is:

Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT AND
TRUST INDENTURE SUPPLEMENT NO. 1
(Surface Transportation Board)**

THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 1 ("Memorandum"), dated June 30, 2006, is between WILMINGTON TRUST COMPANY, not individually but solely as Indenture Trustee ("Indenture Trustee"), and CIT RAIL TRUST 2006-1, a Delaware statutory trust (the "Trust").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Trust has granted to the Indenture Trustee a security interest in all of The Trust's right, title and interest in those certain railcars and locomotives identified on Schedules 1, 2, 3, 4 and 5 attached hereto (the "Equipment"), other than Excepted Property, pursuant to the terms of that certain Trust Indenture and Security Agreement, dated as of June 30, 2006 and that certain Trust Indenture Supplement No. 1, dated June 30, 2006, between the Indenture Trustee and The Trust.

B. In addition, other than Excepted Property, the Trust has granted to the Indenture Trustee a security interest in that certain Equipment Lease Agreement (CIT Rail Trust 2006-1), that certain Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 relating to the Equipment, each dated June 30, 2006, between the Trust, as Lessor, and The CIT Group/Equipment Financing, Inc., as the Lessee.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

D. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

RECORDATION NO. 26436-A FILED !

JUN 30 '06 2:51 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WILMINGTON TRUST COMPANY, not
individually but solely as Indenture Trustee

By: Robert J. Perkins
Name: Robert J. Perkins
Title: Financial Services Officer

STATE OF Delaware
COUNTY OF New Castle ss:

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of New Castle this 27th day of June, 2006 by Robert J. Perkins as ~~Financial Services Officer~~ of Wilmington Trust Company, not individually but solely as Indenture Trustee.

My commission expires: _____

[Notarial Seal]

Bethany J. Taylor
Notary Public
Bethany J. Taylor
Notary Public - State of Delaware
My Comm. Expires Oct. 20, 2007

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

CIT RAIL TRUST 2006-1

By: **WELLS FARGO BANK, NATIONAL ASSOCIATION**, not in its individual capacity but solely as Owner Trustee, as Lessor

By: *Tracy M. McLamb*
Name: Tracy M. McLamb
Title: Vice President

STATE OF Delaware)
) ss:
COUNTY OF New Castle)

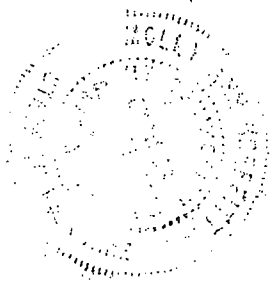
The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of New Castle this 27 day of June, 2006 by Tracy McLamb, as VP of Wells Fargo Bank, National Association.

Molly Ann Breffitt
Notary Public

My commission expires: _____

[Notarial Seal]

MOLLY ANN BREFFITT
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Sept. 20, 2006



SCHEDULE 1

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 1

Basic Group	Number	Description/Type	Mark and Numbers
A.	30	25,500 gallon General Purpose Tank Cars	DBUX see Schedule 1A for Numbers

Schedule 1A

Basic Group A DBUX Car Numbers
207068
207069
207070
207071
207073
207074
207076
207077
207078
207079
207098
207099
207100
207101
207102
207103
207104
207105
207106
207107
207086
207088
207090
207091
207092
207093
207094
207095
207096
207097

SCHEDULE 2

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 2

Basic Group	Number	Description/Type	Mark and Numbers
B.	127	30,000 gallon General Purpose Tank Cars	PLMX (30186, 30187, 30192, 30203, 30208, & 30210) DBUX see Schedule 1B for Numbers

Schedule 1B

Basic Group B DBUX Car Numbers				
300875	300908	300952	208800	208863
300876	300909	300954	208801	208864
300877	300910	300955	208802	208865
300878	300911	300959	208803	208867
300879	300912	300961	208804	208869
300880	300913	300966	208805	208871
300881	300914	208780	208806	208872
300882	300915	208781	208807	208875
300883	300916	208782	208808	208879
300884	300917	208783	208809	208881
300885	300918	208784	208810	208882
300886	300919	208785	208811	208884
300894	300920	208786	208812	208832
300895	300921	208787	208813	208876
300896	300922	208788	208814	208877
300897	300923	208789	208815	208883
300898	300924	208790	208816	208885
300899	300925	208791	208817	
300900	300926	208792	208818	
300901	300927	208793	208819	
300902	300928	208794	208850	
300903	300929	208795	208855	
300904	300930	208796	208856	
300905	300932	208797	208857	
300906	300947	208798	208858	
300907	300949	208799	208862	

SCHEDULE 3

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 3

Basic Group	Number	Description/Type	Mark and Numbers
C.	614	Aluminum Coal Rapid Discharge Hopper Cars	EXEX 6001-6240, ECGX 6001-6240, & CEFX 69644-69767

SCHEDULE 4

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 4

Basic Group	Number	Description/Type	Mark and Numbers
D.	95	33,000 gallon Pressure Tank Cars	PLMX see Schedule 1C for Numbers

Schedule 1C

Basic Group D PLMX Car Numbers				
137443	137482	137515	137603	137710
137444	137484	137517	137604	137711
137448	137486	137521	137605	137712
137450	137489	137547	137607	137713
137452	137491	137550	137609	137714
137453	137493	137551	137695	137715
137454	137494	137562	137696	137716
137455	137495	137565	137698	137717
137457	137496	137570	137699	137719
137458	137497	137581	137700	137721
137459	137499	137585	137701	137722
137460	137501	137586	137702	137723
137461	137502	137589	137703	137724
137463	137503	137594	137704	137726
137464	137504	137595	137705	137727
137473	137505	137596	137706	137731
137478	137506	137597	137707	137734
137480	137511	137598	137708	137736
137481	137513	137600	137709	137742

SCHEDULE 5

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 5

Basic Group	Number	Description/Type	Mark and Numbers
E.	30	Refrigerated Boxcars	CEFX 992114- 992143

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: June 30, 2006

A handwritten signature in black ink, appearing to read 'R. Alvord', written over a horizontal line.

Robert W. Alvord